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TALLAHASSEE, FLORIDA

JAN 14 2014

T. BROWN

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Interamerican Viagens E Turismo LTDA LLC

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: Seth _____
Name _____ Date 01/13/14 Time _____

Walk-In _____ Will Pick Up _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Interamerican Viagens E Turismo LTDA LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Jay Borsky

Name of Person

Isaac Matz PA

Firm/Company

2742 Biscayne Blvd

Address

Miami, FL 33137

City/State and Zip Code

jay@miami-taxes.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jay Borsky

Name of Person

at (305)

Area Code

573-6640

Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee

\$130.00 Filing Fee &
Certificate of Status

\$155.00 Filing Fee &
Certified Copy

\$160.00 Filing Fee, Certificate
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Interamerican Viagens E Turismo LTDA LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Brazil 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

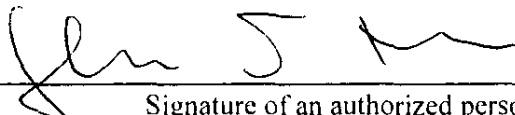
4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. Avenida Ipiranga, 318 bloco A 5th Floor
Sao Paulo, Brazil 01046-010
(Street Address of Principal Office)

6. 2742 Biscayne Blvd
Miami, FL 33137
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Danielle Clouzet De Roman, MGRM, Avenida Ipiranga, 318 bloco A 5th Floor, Sao Paulo Brazil 01046-010
Gladys Clouzet Roman, MGRM, Avenida Ipiranga, 318 bloco A 5th Floor, Sao Paulo Brazil 01046-010

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Gladys Clouzet Roman

Typed or printed name of signee

FILED
14 JAN 13 PM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Interamerican Viagens E Turismo LTDA LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Gladys Clouzet Roman

(Name)

2742 Biscayne Blvd

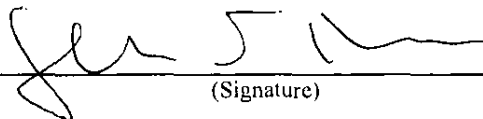
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Miami

FL 33137

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.



(Signature)



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula N° 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14° Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

CERTIFICO e dou fé, para os fins de direito, que o texto abaixo é tradução fiel de um documento em língua Inglesa que me foi apresentado por parte de pessoa interessada.

LIVRO N° 282

FOLHA 01

TRADUÇÃO N° JR-I- 99.011

I, the undersigned, Sworn Translator and Commercial Interpreter, do hereby certify that this is the faithful translation of a document written in the Portuguese language, which I translate as follows:

[Coat of Arms]
Municipality of São Paulo
Finance Secretariat

Negative Certificate of Debts and Real Estate Taxes

Taxpayer's Number: 006.064.0885-1
Taxpayer's Name: INTERAMERICAN VIAGENS E TURISMO LTDA.
Real Estate Location: AV. IPIRANGA, 00318 - CJ 501 E BX
Zip Code: 01046-010
Log code: 09276-2

Except for the right of the Public Revenue of the Municipality of São Paulo, to collect and enroll any debts under the responsibility of the passive subject identified above which may come to be determined anytime, including in relation to the period covered by this Certificate, the Secretariat of Finance hereby ATTESTS that the Tax Situation of the above mentioned taxpayer, related to the liquidation of the Urban Land and Building Tax, Public Cleaning Fee, Maintenance Fee of Streets and Squares, Casualty Fighting Fees and Improvement Contributions, assessed on the property identified above, is REGULAR up to the present date.

Certificate issued on the basis of SF Administrative Rule no. 008/2004, dated January 28, 2004.

Validity of three (3) months as of the issue date based in Decree 50691, dated June 29, 2009.

Certificate issued at 10:52:09 a.m. of 11/12/2013 (Brasilia date and time).

Certificate Control Code: 3200.96C5.1D51.4828

The authenticity of the present Certificate may be confirmed through the electronic address <http://www.prefeitura.sp.gov.br>.

NOTHING ELSE, which I certify.
São Paulo, November 13, 2013.


MANOEL ANTONIO SCHIMIDT
Tradutor Público



1020448

110944020203042017

VALIDO SOMENTE COM RATO DE AUTENTICIDADE. SELOS PAGOS POR VERDADE.

DE VERDADE ANONET DOMINIO DA SILVA

Este selo/etiqueta, já de natureza de 2016, Valor Realizado de R\$ 100,00

RECONHECIDO EM (S) 02 FOLHAS (S) EM VALOR ECONOMICO POR MANUTENCAO DE

HANDEL ANTONIO SCHMIDT, de que deu fé

www.bancocentral.com.br

Tel: (11) 3245-2011 - Fax: (11) 3174-4430

15111-000, Av. Brasil, 1.724 - CEP: 04570-000 - São Paulo

TABELAÇÃO DE NOTAS

Este documento, para produzir efeito no Brasil e para valor contra terceiros, deverá ser vertido em vernáculo e registrada a tradução (art. 40 C.C. e art. 148-2.º parte 1.ª dos Registros Públicos).

9. TABELAÇÃO DE NOTAS



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

CERTIFICO e dou fé, para os fins de direito, que o texto abaixo é tradução fiel de um documento em língua Inglesa que me foi apresentado por parte de pessoa interessada.

LIVRO Nº 282

FOLHA 01

TRADUÇÃO Nº

JR-I- 99.012

I, the undersigned, Sworn Translator and Commercial Interpreter, do hereby certify that this is the faithful translation of a document written in the Portuguese language, which I translate as follows:

[Coat of Arms]

MINISTRY OF FINANCE

General Attorney Office of the Finance Area

Secretariat of the Brazilian Federal Revenue

JOINT NEGATIVE CERTIFICATE
OF DEBITS RELATED TO FEDERAL TAXES AND FEDERAL GOVERNMENT ACTIVE
DEBT

Name: INTERAMERICAN VIAGENS E TURISMO LTDA.
CNPJ: 53.548.863/0001-64

Except for the right of the Federal Revenue to collect and enroll any debts under the responsibility of the passive subject identified above which may come to be determined, we hereby ATTEST that there are no pendencies in its name regarding taxes managed by the Brazilian Secretariat of the Federal Revenue (RFB) and enrollment into the Active Debt of the Federal Government Attorney General Office (PGFN).

This Certificate, issued on behalf of the headquarters and valid for all its branches, refers exclusively to the passive subject under RFB and PGFN, and does not cover social security contributions and contributions due by law to third parties, including those enrolled in the Active Debt of the National Social Security Institute (INSS) object of specific certificate.

The acceptance of this Certificate is conditional the checking of its authenticity by Internet, in the address <<http://www.receita.fazenda.gov.br>> or <<http://www.pgfn.fazenda.gov.br>>.

Certificate issued on the basis of the Joint Administrative Rule PGFN/RFB no. 3 dated 05/02/2007.

Certificate issued at 09:51:30 a.m. of 11/12/2013 <Brasília date and time>.

Valid up to 05/11/2014.



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

Page 02

Nº JR-

I-99.012

Data: 11/13/13

Certificate control code: 177C.6506.FCFF.2E35.

Certificate issued free of charge.

Attention: any amendment or erasure shall render this document invalid.

NOTHING ELSE, which I certify.
São Paulo, November 13, 2013.

Este documento, para produzir efeito no Brasil e para valer contra terceiros, deverá ser vertido em vernáculo e registrada a tradução (art.º 40 C.G. e art.º 148 - 2.ª parte - Lei dos Registros Públicos).

TABELIÃO DE NOTAS

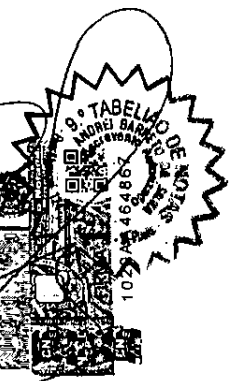
Rua Marcel, 124 - 1º ao 6º andar - CEP 01047-000 - São Paulo

Telefones: (11) 2158-2611 - Fax: (11) 2174-6858

www.mstocartorio.com.br

Reconheço a(s) si firma(s) em valor econômico por semelhança de MANOEL ANTONIO SCHIMIDT, do que dou fé.

São Paulo/Capital, 14 de Novembro de 2013. Valor Acebido de R\$ 100,00 (cem reais) de verdade ANDREI BARRETTA DA SILVA - Escr. Lit. Valido somente com selo de autenticidade. Selo pago por ver 11098400303410188




MANOEL ANTONIO SCHIMIDT
Tradutor Público



MANOEL ANTONIO SCHIMIDT

Tradutor Público e, Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

CERTIFICO e dou fé, para os fins de direito, que o texto abaixo é tradução fiel de um documento em língua Inglesa que me foi apresentado por parte de pessoa interessada.

LIVRO Nº 282

FOLHA 01

TRADUÇÃO Nº JR-I- 99.010

I, the undersigned, Sworn Translator and Commercial Interpreter, do hereby certify that this is the faithful translation of a document written in the Portuguese language, which I translate as follows:

[Coat of Arms]
MINISTRY OF FINANCE
Secretariat of the Brazilian Federal Revenue

NEGATIVE CERTIFICATE
OF DEBTS RELATED TO SOCIAL SECURITY AND THIRD PARTIES' CONTRIBUTIONS

No. 009042013-21200863

Name: INTERAMERICAN VIAGENS E TURISMO LTDA.

CNPJ: 53.548.863/0001-64

Except for the right of the Federal Revenue to collect and enroll any debts under the responsibility of the passive subject identified above which may come to be determined, we hereby ATTEST that there are no pendencies in its name regarding administrative contributions by the Brazilian Secretariat of the Federal Revenue (RFB) and enrollment into the Active Debt of the Federal Government (DAU).

This Certificate, issued on behalf of the headquarters and valid for all its branches, refers exclusively to the social security contributions and contributions due, according to the law, to third parties, including those enrolled in DAU, and does not cover the other taxes managed by RFB and other DAU enrollments, administered by the General Attorney Office of the Federal Revenue (PGFN), object of joint Certificate PGFN/RFB.

This certificate has the purpose of registration or filing, into the dedicated office, of act related to the reduction of the corporate capital, control transfer of the limited liability quotas, total or partial split-up, merger, incorporation or conversion of entity or simple corporate company.

The acceptance of this Certificate is conditional to the purpose for which it was issued and to the checking of its authenticity by Internet, in the address <http://www.receita.fazenda.gov.br>.



MANOEL ANTONIO SCHMIDT

Tradutor Público e Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

Page 02

Nº JR- I-99.010

Data: 11/13/13

Certificate issued on the basis of the Joint Administrative Rule PGFN/RFB no. 01 dated January 20, 2010.

Issued on 09/27/2013.
Valid up to 03/26/2014.

Certificate issued free of charge.

Attention: any amendment or erasure shall render this document invalid.

NOTHING ELSE, which I certify.
São Paulo, November 13, 2013.

Este documento, para produzir efeito no Brasil e para valor contra terceiros, deverá ser vertido em vernáculo e registrada a tradução (art.º 40 C.G. e art.º 148 - 2.ª parte - Lei dos Registros Públicos).

Rua Marcel, 124 - 1º andar - CEP 01047-000 - São Paulo
 Telefone: (11) 3256-2611 - Fax: (11) 3174-4258
 www.manoschmidt.com.br

TABELIÃO DE NOTAS

1079 A-46495
 TABELIÃO DE NOTAS
 ANTONIO BARRETO DA SILVA
 1079 A-46495
 TABELIÃO DE NOTAS
 ANTONIO BARRETO DA SILVA

Reconheço a(s) firma(s) em valor escésico por assinatura de MANOEL ANTONIO SCHMIDT, do que dou fé.

São Paulo/Capital, 14 de Novembro de 2013. Valor Recebido R\$ 25,00
 da verdade ANTONIO BARRETO DA SILVA Escr. aut.
 Valido somente com selo de autenticidade. Selos pagos por valores
 11859448373799999

MANOEL ANTONIO SCHMIDT
Tradutor Público



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

CERTIFICO e dou fé, para os fins de direito, que o texto abaixo é tradução fiel de um documento em língua Inglesa que me foi apresentado por parte de pessoa interessada.

LIVRO Nº 282

FOLHA 01

TRADUÇÃO Nº JR-I- 99.009

I, the undersigned, Sworn Translator and Commercial Interpreter, do hereby certify that this is the faithful translation of a document written in the Portuguese language, which I translate as follows:

[Coat of Arms]
JUDICIAL POWER
LABOR JUSTICE

NEGATIVE CERTIFICATE OF LABOR DEBTS

Name: INTERAMERICAN VIAGENS E TURISMO LTDA (HEADQUARTERS & BRANCHES)

CNPJ: 53.548.863/0001-64

Certificate no.: 38400116/2013

Issue Date: 11/12/2013, at 9:54:57 a.m.

Validity: 05/10/2014 - 180 (one hundred and eighty) days, counted as of the issue date.

It is hereby ATTESTED that INTERAMERICAN VIAGENS E TURISMO LTDA. (HEADQUARTERS AND BRANCHES), enrolled with the CNPJ under number 53.548.863/0001-64, HAS NO RECORDS in the National Base of Labor Debtors.

Certificate issued based in article 642-A of the Labor Law, added to Law no. 12.440, dated July 7, 2011, and Administrative Resolution no. 1470/2011 of the Superior Labor Court, dated August 24, 2011.

The data shown in this Certificate lie under the responsibility of the Labor Courts and are updated up to two (2) days prior to its issue date.

In the case of legal entity, the Certificate attests the company in relation to all its facilities, agencies or branches.

The acceptance of this Certificate is conditional to the checking of its authenticity through the Superior Labor Court Internet Gateway (<http://www.tst.jus.br>).

Certificate issued free of charge.

IMPORTANT INFORMATION

The National Base of Labor Debtors shows the data required for the identification of the defaulting individuals and legal entities in face of the Labor Justice, in



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

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Nº JR-

I-99.009

Data: 11/13/13

respect of the obligations defined in condemnation sentence object of final judgment or in labor judicial settlements, including in respect of the social security payments, fees, costs, emoluments or payments ordered by the law; or arising from enforcement of settlements executed before the Labor General Attorney Office or Prior Conciliation Commission.

debts & suggestions: cndt@tst.jus.br

NOTHING ELSE, which I certify.
São Paulo, November 13, 2013.

Este documento, para produzir efeito no Brasil e para valor contra terceiros, devera ser vendido em vernáculo e registrada a tradução (art.º 40 C.G. e art.º 148 - 2.ª parte Lei dos Registros Públicos)

TABELIÃO DE NOTAS
Rua Mercant, 124 - 11º ao 6º andar - CEP 01047-000 - São Paulo
Telefone: (11) 3254-2411 - Fax: (11) 3274-6478
www.tst.jus.br

Reconheço a(s) si firme(s) sem valor econômico por assinatura de MANOEL ANTONIO SCHIMIDT, do que dou fé.

São Paulo/Capital, 14 de Novembro de 2013. Valor Recebido R\$ 4,20
da verdade ANDREI BARRETO DA SILVA - Escr. aut.
Valido somente com selo de autenticidade. Selos pagas por valor 11994493335479254.

1020A-134866

MANOEL ANTONIO SCHIMIDT
Tradutor Público



MANOEL ANTONIO SCHIMIDT

Tradutor Público e Intérprete Comercial

Matrícula Nº 490 da Junta Comercial do Estado de São Paulo

Praça da Sé, 21 - 14º Andar - Cj. 1.409 - Tel.: (011) 3241-1077 - Tel-fax: 3105-8603 - SP

CERTIFICO e dou fé, para os fins de direito, que o texto abaixo é tradução fiel de um documento em língua Inglesa que me foi apresentado por parte de pessoa interessada.

LIVRO Nº 282 FOLHA 01 TRADUÇÃO Nº JR-I- 99.008

I, the undersigned, Sworn Translator and Commercial Interpreter, do hereby certify that this is the faithful translation of a document written in the Portuguese language, which I translate as follows:

[Coat of Arms]
JUDICIAL POWER
FIRST DEGREE FEDERAL JUSTICE

DISTRIBUTION CERTIFICATE

CIVIL SUITS AND ENFORCEMENTS, TAX, CRIMINAL AND
OF SPECIAL FEDERAL ATTACHED CRIMINAL COURTS

Certificate no. 20130003584960

I HEREBY ATTEST, reviewing the distribution records as of April 25, 1967 to the present date, that against: INTERAMERICAN VIAGENS E TURISMO LTDA., or bound to CNPJ no. 53.548.863/0001-64, THERE ARE NO RECORDS in the First Degree Federal Justice, Judicial Section of São Paulo.

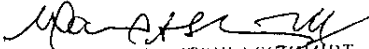
Comments:

- certificate requested by Internet, issued based in the Service Orders no. 03/2009 DF and 04/2011 DF;
- The check of personal data of the searched person lies under the responsibility of the petitioner of the Certificate, and the title to the CPF/CNPJ must be checked by the interested party and consignee;
- The authenticity of this Certificate shall be checked by any interested party in the address www.jfsp.jus.br, up to 60 days after the release, through the security code: QJCQTWU39J4D 4KAE9F 1AJPhVGU5W3GUNH;
- This Certificate covers the State of São Paulo.

São Paulo, November 12, 2013 at 09:56 a.m.

Judicial Support Center
nua@trf3.jus.br - (11) 2172-6273

NOTHING ELSE, which I certify.
São Paulo, November 13, 2013.


MANOEL ANTONIO SCHIMIDT
Tradutor Público

Este documento, para produzir
 efeito no Brasil e para valor contra
 terceiros, deverá ser emitido em
 vernáculo e registrada a tradução em
 Lei nº 40 C.G. e em nº 148 - 2ª parte -
 Lei dos Registros Públicos).

9º TABELÃO DE NOTAS
 BANCO BRASILEIRO DE
 CREDITAMENTO S.A.
 1020AA448187

TABELÃO DE NOTAS
 Nº 134 - 1ª e 2ª partes - C nº 134-000 - São Paulo
 Telefone: (11) 3253-3344 - Fax: (11) 3253-4020

reconhece e(s) a(s) firma(s) seu(s) valor nominal por assinatura de
 MANOEL ANTONIO SCHIMIDI, de que dou fé.
 São Paulo/Capital, 14 de Novembro de 2013. Valor Recebido R\$ 100,00
 do Sr. de Voto ANTONIO MARCELO DA SILVA - Esp. Aut.
 Emitido momento com meio de autenticação, sendo válido por validade
 130644828282810178